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Michael V. Blumenthal (mblumenthal@crowell.com) (admitted pro hac vice)  
CROWELL & MORING LLP  
590 Madison Avenue, 20th Floor  
New York, NY 10022  
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Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	)	
	)	
	)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
	)	09-29907 and 09-29908
	)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060	)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:	)	
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	<b>[FILED ELECTRONICALLY]</b>
84-1685764 (Easy Street Mezzanine, LLC)	)	
	)	

**CROWELL & MORING LLP'S THIRD PROFESSIONAL FEE REQUEST FOR  
THE PERIOD JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

Crowell & Moring LLP ("C&M"), counsel for Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC ("Mezzanine"), and Easy Street Holding, LLC ("Holding"), debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), pursuant to the Court's Order entered December 15, 2009 Approving Motion and Establishing Monthly Fee

and Expense Reimbursement Procedures (the “Interim Payment Order”) hereby submits its second professional fee request (the “Fee Request”), for the period from January 1, 2010, through January 31, 2010 (the “Fee Period”).

Pursuant to the Interim Payment Order, professionals employed pursuant to Order of the Court to represent the Debtors or the Official Committee of Unsecured Creditors (the “Committee”) are authorized to request from the Debtors payment of 80% of their fees and 100% of their expenses on a monthly basis. C&M’s professional fees and expenses for the Fee Period are as follows:

<b>MONTH</b>	<b>HOURS</b>	<b>FEES</b>	<b>80% OF FEES**</b>	<b>EXPENSES</b>	<b>TOTALS (80% FEES AND 100% EXPENSES)</b>
<b>January</b>	341.7	\$187,470.00 <sup>1</sup>	\$137,004.00	\$8,908.46	\$145,912.46

Attached as Exhibits A are detailed statements of services for which payment is sought for January 2010, redacted to exclude privileged, work product, and confidential information, and expenses incurred, on a monthly and on a matter basis. Each statement includes total time expended, identity of professionals providing services, hourly billing rates, and a detailed listing of time.

C&M understands that other professionals providing services to the Debtors and the Committee may submit separate fee requests seeking payment of professional fees and reimbursement of expenses. The amount available under the cash collateral budget for payment of professional fees and expenses of estate professionals in the Easy Street Partners case for the each month of the Fee Period is \$125,000. Total fees and expenses of estate

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<sup>1</sup> Of this amount \$16,215.00 of time charges, which are reflected in matter 9 annexed hereto, were rendered in connection with the Adversary Proceeding.

\*\* Calculated on an amount excluding the Adversary Proceeding.

professionals in the Easy Street Partners case exceeds this amount for the month of December; therefore, C&M's fees and expenses will be pro rated with other estate professionals.

Pursuant to the Interim Fee Order, parties must file objections to the Fee Request within ten days from the date it is received. Any objection must have a description of the specific subject matter and services in dispute and state the amount in dispute. It shall not be sufficient simply to object to all fees and expenses. Fees and expenses not objected to will be paid by the Debtors or, if the total of 80% of fees and 100% of expenses of estate professionals exceeds \$125,000 for any month within the Fee Period, the fees and expenses will be pro-rated among fees and expenses for that month that are not objected to.

DATED: February 17, 2010.

CROWELL & MORING LLP

By: /s/ Michael V. Blumenthal  
Michael V. Blumenthal (mblumenthal@crowell.com)(0505)  
Crowell & Moring LLP  
590 Madison Avenue  
New York, New York 10022  
Telephone: (212) 233-4000 / Fax: (212) 895-4201  
Counsel for the Debtors

**CERTIFICATE OF SERVICE**

I hereby certify that on this 17th day of February 2010, I caused to be served a copy of Crowell & Moring LLP's Third Professional Fee Request for the period January 1, 2010 through January 31, 2010 via ECF notification, electronic mail and/or first-class mail, postage prepaid as listed below.

/s/ Michael V. Blumenthal  
Michael V. Blumenthal

John T. Morgan  
Office of the US Trustee  
405 South Main Street, Suite 300  
Salt Lake City, UT 84111

Lon A. Jenkins, Esq.  
Jones Waldo Holbrook & McDonough  
170 South Main Street, Suite 1500  
Salt Lake City, UT 84101

Richard Havel  
Sidley Austin LLP  
555 West Fifth Street  
Suite 4000  
Los Angeles, CA 90013

James Winikor  
WestLB AG- New York Branch  
1211 Avenue of the Americas, 25<sup>th</sup> Floor  
New York, NY 10036

William Shoaf  
CloudNine Resorts  
136 Heber Avenue, Suite 303  
PO Box 683300  
Park City, UT 84068

## **Exhibit A**



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001  
Invoice: 1317262

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Statement of Account

RE: General Advice

Professional Services Rendered Through January 31, 2010	\$0.00
Other Services and Expenses	<u>5,442.13</u>
Total Due this Invoice	<u><u>\$5,442.13</u></u>

Statement Number: 1317262

Page #: 2

**Professional Services:**

**Total Professional Services**

**0.00**

**\$0.00**

**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Postage	77.48
Local Transportation	146.42
Comp. Library Research	1,098.86
Inhouse Duplicating	154.60
Air fare	2,990.00
Hotel	41.79
Other Travel Expenses	198.00
Travel Expense - Meals	66.17
Long Distance Telephone	209.63
Long Distance Telephone	26.78
Pacer Service Charge	387.20
Express Delivery	45.20

**Total Other Services & Expenses**

**\$5,442.13**



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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003

Invoice: 1317263

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Statement of Account

RE: Case Administration

Professional Services Rendered Through January 31, 2010	\$1,592.00
Other Services and Expenses	<u>66.00</u>
Total Due this Invoice	<u><u>\$1,658.00</u></u>



Statement Number: 1317263

Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/04/10	S L	Updated files.	0.70	168.00
01/05/10	S L	Meeting with Michael V. Blumenthal regarding updating files.	0.50	120.00
01/05/10	S L	Continue to updated files.	1.60	384.00
01/06/10	S L	Retrieve of copy of Order denying Stay motion, copy of Extension of cash collateral motion for S. Eichel.	0.30	72.00
01/06/10	S L	Continue to update files.	0.50	120.00
01/10/10	B Z	Review and analysis of appraisal.	1.30	728.00

**Total Professional Services** 4.90 \$1,592.00

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Bruce Zabarauskas	560.00	1.30	728.00
Stella Leung	240.00	3.60	864.00
<b>Total Professional Services</b>		<u>4.90</u>	<u>\$1,592.00</u>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Pacer Service Charge	66.00
<b>Total Other Services &amp; Expenses</b>	<u>\$66.00</u>



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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding LLC; Easy Street Mezzanine LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Matter: 105773.0000004  
Invoice: 1317264

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Statement of Account

RE: Claims Administration

Professional Services Rendered Through January 31, 2010	\$5,399.50
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$5,399.50</u></u>

Statement Number: 1317264

Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/10	B Z	Review proof of interest filed by BayNorth in Partners' case (.2); discussion with M. Blumenthal re: same (.2)	0.40	224.00
01/07/10	S L	Retrieve copy of claims register in Partners for S. Eichel (.20); Reviewed claims register and prepare chart of filed claims and schedules claims, office conference with S. Eichel regarding updated claims filed (3.90).	4.10	984.00
01/11/10	S L	Continue to review claims register and prepare chart of filed claims compared to scheduled amounts.	3.70	888.00
01/12/10	MVB	Review proof of claim filed by Park City I LLC (.1); review claims docket and various proofs of claims filed by unsecured creditors and unit owners (.3).	0.40	284.00
01/12/10	S L	Finalized charts of Proof of Claim amounts compared to Scheduled amounts (.80), Office conference with S. Eichel regarding preparing charts of all scheduled creditors in comparison to claims filed and related, worked on same (3.70).	4.50	1,080.00
01/13/10	S L	Meetings with Michael V. Blumenthal regarding charts of Proof of Claim filed in Partners by Homeowners (.3), prepare chart of same, prepare chart of all Proof of Claim filed in Partners less homeowners, priority, secured claims, Jacobsen Construction and WestLB claims (1.6), office conferences with Michael V. Blumenthal and Steve Eichel regarding Proof of Claim filed and reviewed same regarding Homeowners claims (.4).	2.30	552.00
01/14/10	S L	Finalized and updated all charts for S. Eichel (2.1); meetings with S. Eichel regarding, office discussions with S. Eichel regarding same (.8).	2.90	696.00
01/19/10	S E	Conf with M. Blumenthal re claims (.1); review email from W. Shoaf re claims (.1); draft email to W. Shoaf re claims (.1); draft email to S. Leung re claims charts (.1)	0.40	224.00
01/20/10	S E	Conf with S. Leung re revised claims summary (.2)	0.20	112.00
01/22/10	V A	Review objection to Proof of Interest by BayNorth (0.9).	0.90	355.50
<b>Total Professional Services</b>			<b><u>19.80</u></b>	<b><u>\$5,399.50</u></b>

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Page #: 3

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	0.40	284.00
Steven Eichel	560.00	0.60	336.00
Bruce Zabarauskas	560.00	0.40	224.00
Vivian Arias	395.00	0.90	355.50
Stella Leung	240.00	17.50	4,200.00
<b>Total Professional Services</b>		<b><u>19.80</u></b>	<b><u>\$5,399.50</u></b>



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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000006  
Invoice: 1317265

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Statement of Account

RE: Executory Contracts/Leases

Professional Services Rendered Through January 31, 2010	\$355.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$355.00</u></u>

Statement Number: 1317265

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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/26/10	MVB	Emails re: Zoom (.3) and t/c P. Smith re: same (.2).	0.50	355.00
Total Professional Services			<u>0.50</u>	<u>\$355.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.50	355.00
Total Professional Services		<u>0.50</u>	<u>\$355.00</u>



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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000007

Invoice: 1317266

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Statement of Account

RE: Financing

Professional Services Rendered Through January 31, 2010	\$5,995.00
Other Services and Expenses	<u>1.73</u>
Total Due this Invoice	<u><u>\$5,996.73</u></u>

Statement Number: 1317266

Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/05/10	MVB	Conference call with [REDACTED] and K. Sallinger re; plan funding (.8); follow up with K. Sallinger and B. Shoaf (.4).	1.20	852.00
01/06/10	MVB	Telephone conference w/[REDACTED] re: Plan funding.	0.30	213.00
01/12/10	WMO	Tc with [REDACTED] re financing LOI;	0.60	435.00
01/13/10	WMO	Corresp. with B. Dorsey of BDRC re new loi, draft response.	0.80	580.00
01/13/10	WMO	Review LOI	0.30	217.50
01/15/10	WMO	Review LOI for plan financing	0.50	362.50
01/18/10	WMO	Correspondence and tel. call with BDRC reps re LOI and issues with presenting to [REDACTED]	0.90	652.50
01/20/10	WMO	Meeting with [REDACTED] of [REDACTED] re alternate structures for financing plan.	1.10	797.50
01/22/10	WMO	Correspondence with B. Dorsey of BDRC re [REDACTED] proposal for financing.	0.60	435.00
01/24/10	WMO	Review [REDACTED] note structure for financing.	0.60	435.00
01/25/10	WMO	Tc B. Dorsey of BDRC re alternative financing structures	0.80	580.00
01/27/10	WMO	Tc K. Sallinger of BDRC re note structure.	0.60	435.00
<b>Total Professional Services</b>			<b><u>8.30</u></b>	<b><u>\$5,995.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.50	1,065.00
William M. O'Connor	725.00	6.80	4,930.00
<b>Total Professional Services</b>		<b><u>8.30</u></b>	<b><u>\$5,995.00</u></b>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Long Distance Telephone	1.73
<b>Total Other Services &amp; Expenses</b>	<b><u>\$1.73</u></b>





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Taxpayer ID # 52-1150358

February 16, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000009  
Invoice: 1317267

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Statement of Account

RE: Bay North Litigation

Professional Services Rendered Through January 31, 2010	\$16,215.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$16,215.00</u></u>

Statement Number: 1317267

Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/04/10	MVB	Office conference w/B. Zabarauskas re: strategy and discovery in Bay North adversary.	0.20	142.00
01/05/10	B Z	Draft and revise interrogatories and document requests (2.2); discussion with M. Blumenthal re: same (.1)	2.30	1,288.00
01/06/10	MVB	Review and revise Bay North discovery.	0.40	284.00
01/07/10	B Z	Draft letter to A. Fiotto re: Rule 26(f) conference (.1); draft and revise proposed discovery plan (.5); discussion with M. Blumenthal re: same (.2); discussion with K. Cannon re: same (.2); review requirements under Federal Rules relating to Rule 26(f) conference (.2); draft and revise discovery requests (3.1).	4.30	2,408.00
01/07/10	MVB	Office conference w/B. Zabarauskas re: discovery plan, interrogatories and requests for production.	0.40	284.00
01/07/10	MVB	Review and revise interrogatories.	0.50	355.00
01/11/10	B Z	Discussions with m. Blumenthal re: hearing date and date for initial discovery (.2); review emails from A. Fiotto and his assistant re: same and respond to same (.1).	0.30	168.00
01/11/10	MVB	Telephone call with Tony Fiotto re: Rule 26(f) conference (.1); office conference with B. Zabarauskas re; same (.2).	0.30	213.00
01/13/10	B Z	Conference with M. Blumenthal re: Rule 26(f) conference (.3); Rule 26(f) conference with M. Blumenthal, A. Fiotto and local counsel for BayNorth (.5); discussion with M. Blumnthal and K. Cannon re: same (.3)	1.10	616.00
01/13/10	B Z	Review of draft appraisal	0.30	168.00
01/13/10	MVB	Telephonic Rule 26(f) conference with T. Fiotto, B. Zabarauskas and local counsel.	0.50	355.00
01/15/10	B Z	Conference with M. Blumenthal re: discovery (.2); discussion with A. Fiotto re: follow up concerning dispute over discovery plan (.1); review answer to complaint in action (.2); review and analysis of document in connection with discovery requests (1.2) draft, revise and finalize discovery requests (3.6)	5.30	2,968.00
01/15/10	V A	Review Proof of Interest and confer with B. Zabarauskas re objection thereto (0.3); review case and statutory law re objecting to proof of interest (1.5); draft summary of same for B. Zabarauskas (.8)	2.60	1,027.00
01/18/10	MVB	Review and revise interrogatories and request for production in Bay North adversary.	0.80	568.00

Statement Number: 1317267

Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/19/10	J A	Review and proofread document requests.	2.00	540.00
01/19/10	B Z	Revise and finalize discovery (.8); discussion with M. Blumenthal re: same (.5).	1.30	728.00
01/19/10	MVB	Review and revise interrogatories and request for production (.5); office conference with B. Zabarauskas re: same (.3).	0.80	568.00
01/19/10	V A	Review case and statutory law re contracts supporting breach of fiduciary duties and draft summary of same for B. Zabarauskas	0.80	316.00
01/20/10	B Z	Final revisions to BayNorth discovery.	1.20	672.00
01/20/10	MVB	Office conference with B. Zabarauskas re: research on usury and strategy to amend complaint.	0.40	284.00
01/20/10	V A	Review case and statutory law re Massachusetts usury statute (1.2).	1.20	474.00
01/22/10	B Z	Revisions to discovery plan.	0.80	448.00
01/26/10	B Z	Revisions to discovery plan.	0.80	448.00
01/27/10	B Z	Draft discovery requests against WestLB for BayNorth Adversary Proceeding.	0.20	112.00
01/27/10	MVB	Review proposed discovery plan (.3); office conference B. Zabarauskas re: modifications to same (.4); telephone call with T. Fiotto re: settlement negotiations (.4).	1.10	781.00
<b>Total Professional Services</b>			<b><u>29.90</u></b>	<b><u>\$16,215.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	5.40	3,834.00
Bruce Zabarauskas	560.00	17.90	10,024.00
Jonathan Anastasia	270.00	2.00	540.00
Vivian Arias	395.00	4.60	1,817.00
<b>Total Professional Services</b>		<b><u>29.90</u></b>	<b><u>\$16,215.00</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000010

Invoice: 1317268

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Statement of Account

RE: Other Litigation

Professional Services Rendered Through January 31, 2010	\$112.00
Other Services and Expenses	<u>18.24</u>
Total Due this Invoice	<u><u>\$130.24</u></u>

Statement Number: 1317268

Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/10	B Z	Check docket on status of 105 order.	0.10	56.00
01/07/10	B Z	Review docket re: whether order was entered on 105 motion	0.10	56.00
Total Professional Services			<u>0.20</u>	<u>\$112.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Bruce Zabarauskas	560.00	0.20	112.00
Total Professional Services		<u>0.20</u>	<u>\$112.00</u>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Pacer Service Charge	18.24
Total Other Services & Expenses	<u>\$18.24</u>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holdihng, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012  
Invoice: 1317270

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Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through January 31, 2010	\$102,911.00
Other Services and Expenses	<u>2,741.29</u>
Total Due this Invoice	<u><u>\$105,652.29</u></u>

Statement Number: 1317270  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/10	S E	Review and revise plan of reorganization (1.4); analyze issues re plan of reorganization (.8)	2.20	1,232.00
01/04/10	S E	Review and revise plan of reorganization (4.6); conf with M. Blumenthal re revisions to disclosure statement (.7); conf with M. Blumenthal re plan and disclosure statement (.6).	5.90	3,304.00
01/04/10	B Z	Review and analysis of issues relating to effects of stay hearing and options for stay under plan.	2.40	1,344.00
01/04/10	MVB	Office conference w/S. Eichel to revise Disclosure Statement.	0.70	497.00
01/04/10	MVB	Review and revise Disclosure Statement.	2.30	1,633.00
01/04/10	MVB	Conference call w/L. Jenkins, J. Shields and K. Cannon to negotiate Plan.	1.10	781.00
01/04/10	MVB	Telephone conference w/K. Sallinger to discuss status of various Plan funders.	0.40	284.00
01/04/10	MVB	Review and revise Plan (2.0) and office conference w/S. Eichel re: same (.3).	2.30	1,633.00
01/04/10	MVB	Review LOI for Plan (.3); e-mail from client re: same (.2); revise Plan Term Sheet (.4); review schedules and SOFA of Partners in connection w/drafting Plan Term Sheet (.4).	1.30	923.00
01/05/10	S E	Review and revise disclosure statement (2.8); confs with M. Blumenthal re revisions to plan (.4); review and revise plan (2.6); analyze plan issues (.8); review email from K. Cannon re description of Jacobsen's claims (.1).	6.70	3,752.00
01/05/10	MVB	Review and revise disclosure statement (1.4); review R. Havel email re: exclusivity (.2); telephone call with K. Cannon re: same (.2); review and revise plan (2.6).	4.40	3,124.00
01/06/10	S E	Conf with M. Blumenthal re revisions to plan (.6); conf with M. Blumenthal re plan funder term sheet (.1); review and revise plan (2.6); various confs with M. Blumenthal re status and strategy re plan (.7); review and revise disclosure statement (3.8); review financials provided in connection with plan and disclosure statement (.2).	8.00	4,480.00
01/06/10	MVB	Review and revise Plan (1.2); meeting w/S. Eichel to revise Plan (.8); draft bullet points and Plan Term Sheet (.4); telephone conference w/K. Sallinger, B. Shoaf and K. Cannon re: Plan funder issues, Term Sheet and strategy (.5).	2.90	2,059.00

Statement Number: 1317270

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/10	MVB	Office conferences w/S. Eichel re: Plan changes relative to Jacobsen.	0.60	426.00
01/06/10	MVB	Telephone conference w/Havel and Ellis re: exclusivity, Plan issues and Jacobsen treatment.	1.10	781.00
01/06/10	MVB	Send emails to Havel re: Exclusivity to file Plan through Jan. 15 and solicit through Mar. 31.	0.40	284.00
01/06/10	MVB	Telephone call with K. Cannon re: foregoing, timeline and hearing dates for Disclosure Statement and Plan Hearings, and strategy.	0.30	213.00
01/06/10	MVB	Review and revise Disclosure Statement.	0.80	568.00
01/06/10	MVB	Review and revise Plan based upon today's negotiations with Jacobsen.	0.60	426.00
01/06/10	MVB	E-mails to client re: status and strategy re: Plan.	0.40	284.00
01/07/10	S E	Review email from M. Blumenthal re exclusivity and draft response (.1); review email from R. Havel re exclusivity (.1); review claims in connection with disclosure statement (.5); conf with S. Leung re preparing claims chart and service issues (.2); conf with M. Blumenthal re Jacobsen claim and plan of reorganization (.6); tel conf with M. Blumenthal and K. Cannon re Jacobsen issue (.3); tel conf with K. Cannon re service and claims issues (.2); tel conf with S. Leung re claims issues (.1); review email from K. Cannon re BayNorth filed claims (.1); review and revise plan (1.2).	3.40	1,904.00
01/07/10	B Z	Review proposal on extension of exclusivity (.1); discussion with M. Blumenthal re: same (.1).	0.20	112.00
01/07/10	MVB	Telephone conference w/Shoaf re: Plan issues and strategy.	0.40	284.00
01/07/10	MVB	Conference call w/Shoaf, Smith, Sallinger, Blatt and Cannon re: Plan issues, Plan funder and strategy (.8); telephone call -- follow up w/K. Sallinger re: foregoing (.4).	1.20	852.00
01/07/10	MVB	Telephone conference w/K. Sallinger re: Term Sheet and Plan funder.	0.40	284.00
01/07/10	MVB	Conference call w/K. Cannon and L. Jenkins re: Plan treatment of unsecured class.	0.30	213.00
01/07/10	MVB	Review draft appraisal.	1.20	852.00
01/07/10	MVB	Telephone conference w/K. Cannon re: appraisal.	0.20	142.00
01/07/10	MVB	Office conference w/B. Zabarauskas re: appraisal.	0.20	142.00
01/07/10	MVB	Telephone conferences w/B. McLean re: Plan funding.	0.50	355.00



Statement Number: 1317270

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/07/10	MYB	Review and revise Plan re: Jacobsen treatment and WestLB treatment (.6); office conference w/S. Eichel re: same (.7).	1.30	923.00
01/08/10	S E	Confs with M. Blumenthal re revising exclusivity order and plan (.2); tel conf with M. Blumenthal and B. Zabarauskas re valuation (.2); review and revise exclusivity order (.6); draft emails to K. Cannon re exclusivity order (.2); conf with M. Blumenthal re Shoaf guaranty of WestLB claim in connection with plan (.1); review and revise plan (.8); draft emails to M. Blumenthal re plan (.2); draft email to W. Shoaf and other re plan (.1); review and revise disclosure statement (1.4); conf with M. Blumenthal re [REDACTED] (.1); review email from R. Havel re exclusivity order (.1).	4.00	2,240.00
01/08/10	B Z	Review appraisal	1.50	840.00
01/08/10	MVB	Review and revise order to extend exclusivity (.4); office conferences with S. Eichel re: same (.2); review [REDACTED] guaranty to [REDACTED] (.3) to draft insert into Plan re: West LB treatment (.2); complete review of appraisal (.8); telephone call with K. Cannon (.2) and B. Shoaf (.2) re: same; emails to/from R. Havel re: exclusivity order (.2); telephone call with K. Cannon re: same (.1); telephone calls with K. Sallinger re: negotiations, status and strategy with plan funders (.6); review emails re: same (.2); review and revise plan (.8); email to M. Johnson re: Jacobsen treatment in plan (.2).	4.20	2,982.00
01/11/10	S E	Confs with M. Blumenthal re plan of reorganization (.9); review W. Shoaf's comments to plan of reorganization (.1); review and revise plan of reorganization (1.8); review and revise disclosure statement (2.6); draft liquidation analysis section of disclosure statement (1.1); conf with M. Blumenthal re revisions to plan and liquidation analysis (.5); conf with M. Blumenthal re plan, Jacobsen's claim and revision to disclosure statement (.8); draft email to M. Blumenthal re revisions to plan (.1); draft email to K. Cannon re notice issue in connection with drafting disclosure statement and review response (.1); draft email to S. Leung re claims filed in connection with drafting disclosure statement (.1); review email from M. Johnson (Jacobson's counsel) re revisions to Jacobsen's treatment under the plan (.1); review email from S. Leung re claims in connection with drafting disclosure statement (.1).	8.30	4,648.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/11/10	MVB	Telephone call with L. Jenkins re: plan treatment of unsecured creditors and order on extension of exclusivity (.6); telephone call with W. Shoaf re: plan modifications [REDACTED] revised financial information and data for disclosure statement (.5); review financial data, including revised 2010 and 5 year plan and [REDACTED] (1.0); revise plan (1.2); review and revise Disclosure Statement (1.6); office conferences with S. Eichel re: same (1.0); emails with M. Johnson re: treatment of Jacobsen claim under Plan (.6).	6.40	4,544.00
01/11/10	S L	Coordination of financials for Disclosure statement with Michael V. Blumenthal.	1.30	312.00
01/12/10	S E	Confs with M. Blumenthal re disclosure statement (.8); draft, review and revise disclosure statement (3.8); conf with M. Blumenthal re tax section (.2); draft email to K. Cannon list of claims in connection with preparation of service issues (.1).	4.90	2,744.00
01/12/10	MVB	Review draft of tax section to disclosure statement (.7); conference call with K. Cannon and M. Astling re: revisions to tax section in disclosure statement (1.2); attend hearing on extension of exclusivity via telephone (.3); review draft LOI from Strategic Capital (.3) and email preliminary comments to client re: same (.2); review and revise disclosure statement (1.2); revise sections to plan (.7); office conferences with S. Eichel re: revisions to disclosure statement (.9); telephone calls with K. Sallinger re: negotiations and issues with plan funder (.4); email R. Havel re: disclosure statement (.1)	6.00	4,260.00
01/13/10	S E	Tel conf with M. Blumenthal re LOI (.1); review LOI (.2); tel confs with M. Blumenthal re status (.4); team conf call with W. Shoaf, M. Blumenthal, K. Salinger, B. Dorsey, K. Cannon and P. Smith re among other things, plan funder and term sheet (.9); review and revise disclosure statement (3.2); review committee complaint in connection with drafting disclosure statement (.3); review financial information (.8); tel conf with M. Blumenthal and W. Shoaf re financial information to attach to disclosure statement (.8); review and revise plan (1.8); draft email to K. Cannon re tax section and review response (.1); draft email to K. Cannon re bar date (.1); review email from W. Shoaf containing financial information (.2); review emails from M. Blumenthal and W. Shoaf re financial proforma (.1); review email from K. Cannon re tax section of disclosure statement (.2).	9.20	5,152.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/13/10	MVB	Review and revise LOI with SCP (.8); conference call with J. Wrona, W. Shoaf, K. Sallinger, P. Smith and K. Cannon to discuss redraft of LOI and strategy (.9); telephone call with W. Shoaf re: LOI, negotiation and strategy re: same (.40); revise Disclosure Statement to include SCP as Plan Funder and committee adversary v. West LB (.8); office conferences with S. Eichel re: same (.6); review revisions to Disclosure Statement (.6); review revised financials (2010 and 5 year) sent by Shoaf (.7); conference call with S. Eichel and W. Shoaf to review and revise financial information to attach to Disclosure Statement (.8); conference call with K. Cannon and S. Eichel re: notice of hearing on Disclosure Statement (.2).	5.80	4,118.00
01/14/10	HMW	Review of tax portion of disclosure statement (1.0); telephone conference with Messrs. Blumenthal and Eichel re same (.5).	1.50	1,177.50
01/14/10	S E	Confs with M. Blumenthal re revisions to plan and disclosure statement (.4); conf with S. Leung re claims (.1); draft email to W. Shoaf re claims in connection with plan (.2); review and revise plan (.8) ; analyze plan issues (.4); draft email to K. Cannon re timing issues re filing and service of plan and disclosure statement (.1); work on issues re tax section (.2); review email from R. Havel re proposed revisions to disclosure statement (.1); conf with S. Leung re calculation of claims against Partners in connection with drafting disclosure statement (.2); tel conf with M. Blumenthal and H. Weinman re tax section of disclosure statement (.5); conf with M. Blumenthal re WestLB's revisions to disclosure statement (.4); review and revise plan (1.7); review and revise disclosure statement (3.2); draft email to R. Havel re revised disclosure statement (.1).	8.40	4,704.00
01/14/10	MVB	Telephone call with Howard Weinman and S. Eichel to review tax section in disclosure statement (.5); telephone call with K. Cannon and M. Astling re: tax section in disclosure statement (1.2); telephone call with Loyal Hulme (atty for Strategic Capital) (1.1); followup telephone call with B. Shoaf re: foregoing (.6); review comments to plan and disclosure from Sidley (1.2); continue to draft plan and disclosure statement (2.2); office conferences with S. Eichel re: same (.4); telephone calls with B. Dorsey and K. Sallinger re: negotiations with SCP (.6); review financials to attach to disclosure statement (.8) and telephone calls with B. Shoaf re: revisions (.7).	9.30	6,603.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/15/10	S E	Confs with M. Blumenthal re revisions to plan and disclosure statement (.6); review and revise plan (.4); review and revise disclosure statement (2.6); draft emails to K. Cannon re disclosure statement and exhibits (.2); tel conf with M. Blumenthal and K. Cannon re revisions to plan (.1); tel conf with K. Cannon re plan (.1); review email from K. Cannon re plan (.1); conf with M. Blumenthal re WestLB claim in connection with plan (.1); commence analyzing WestLB's proof of claim (.2); draft email to K. Cannon re filing of plan and disclosure statement and review response (.1)	4.50	2,520.00
01/15/10	MVB	Revise and finalize plan and disclosure (3.8); review and revise Notice of Hearing on disclosure statement (.3); telephone call with K. Cannon re: same (.1); conference call with Loyal Hulme, S. Sandhitz, K. Sallinger re: SCP's funding and form of agreements (1.5).	5.70	4,047.00
01/18/10	MVB	Telephone call with W. Shoaf re: negotiations with S. Sandholtz.	0.70	497.00
01/19/10	MVB	Conference call with L. Hulme, S. Sandholtz and W. Shoaf re: structure of reorganized debtor under plan (1.5); conference call with P. Smith and B. Shoaf re: foregoing and negotiating strategy (1.6); telephone call with K. Sallinger re: negotiating strategy with SCP (.4); review notes on plan structure and prepare issue list (.4).	3.90	2,769.00
01/20/10	MVB	Telephone call with K. Sallinger re: negotiating strategy with SCP (.3); office conference with B. Zabarauskas re: plan structure and research on [REDACTED] (.3); telephone call with P. Smith and B. Shoaf re: negotiating points with SCP and strategy (1.3); conference call with L. Hulme, S. Sandholtz, P. Smith and B. Shoaf re: structure and terms of Reorganized Debtor and Management Co. (1.1); follow up with B. Shoaf and P. Smith re: deal points and strategy (.4).	3.40	2,414.00
01/20/10	V A	Confer with B. Zabarauskas re research re [REDACTED] (0.3); review case and statutory law re absolute priority rule exceptions (2.1).	2.40	948.00
01/20/10	S L	Revisions to Partners claims chart to reflect actual amount less duplicate and errors (1.4); retrieve claims from Mezzanine claim's register and prepare chart to reflect filed claims and scheduled claims(.3).	1.70	408.00
01/21/10	MVB	Telephone call with R. Havel re: issues concerning plan and amount of West LB claim (.3); emails re: meeting between plan funder and West LB (.3); telephone call with K. Sallinger re: issues concerning structure with plan funder and backup financing (.5) review spreadsheets and emails re: same (.4).	1.50	1,065.00

Statement Number: 1317270

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/21/10	V A	Further review case and statutory law re [REDACTED] (1.5); review case and statutory law re creditor's claims in jointly administered cases (1.6)	3.10	1,224.50
01/25/10	MVB	Telephone call with B. Shoaf to discuss spreadsheets and financial model re: SCP transaction and strategy (.5); review spreadsheets and financials re: SCP transaction (.6); telephone call with B. Shoaf re: backup financing and strategy re: same (.3).	1.40	994.00
01/26/10	B Z	Review and analysis of research relating to confirmation of plan of reorganization for Partners	0.90	504.00
01/26/10	MVB	Conference call with S. Sandholtz, B. Shoaf, P. Smith and K. Sallinger re: strategy for plan negotiations (1.3); telephone call to follow up with B. Shoaf re: same (.4); telephone call with K. Sallinger re: same (.3); telephone call with Lonn Jenkins re: plan and committee issues (.3).	2.30	1,633.00
01/26/10	V A	Further research case and statutory law re [REDACTED]	1.80	711.00
01/27/10	S E	Conf with M. Blumenthal re proposed revisions to plan (.2); tel conf with C. Craige re comments to the plan (.1); review plan in connection with upcoming tel conf with C. Craige (.2); conf call with C. Craige re comments to the plan (1.4)	1.90	1,064.00
01/27/10	B Z	Research confirmation issues relating to [REDACTED] (4.4); discussion with M. Blumenthal re: same (.3).	4.70	2,632.00
01/28/10	MVB	Telephone call with K. Sallinger re: plan negotiations and strategy (.4); telephone call with B. Shoaf re: plan negotiations and alternatives (.3); begin review of West LB comments to plan (.4).	1.10	781.00
01/29/10	MVB	Office conference with S. Eichel re: amending plan to reflect administration claims in definition of Mezzanine Escrow and issues concerning West LB treatment.	0.40	284.00
<b>Total Professional Services</b>			<b>166.30</b>	<b>\$102,911.00</b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	77.40	54,954.00
Howard M. Weinman	785.00	1.50	1,177.50
Steven Eichel	560.00	67.40	37,744.00
Bruce Zabarauskas	560.00	9.70	5,432.00

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Name	Rate	Hours	Value
Vivian Arias	395.00	7.30	2,883.50
Stella Leung	240.00	3.00	720.00
Total Professional Services		<u>166.30</u>	<u>\$102,911.00</u>

**Other Services & Expenses:**

Description	Amount
Comp. Library Research	2,692.47
Inhouse Duplicating	0.40
Long Distance Telephone	3.30
Pacer Service Charge	45.12
Total Other Services & Expenses	<u>\$2,741.29</u>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

February 16, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014  
Invoice: 1317271

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Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through January 31, 2010	\$24,335.50
Other Services and Expenses	<u>349.81</u>
Total Due this Invoice	<u><u>\$24,685.31</u></u>

Statement Number: 1317271

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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/08/10	S E	Conf with M. Blumenthal re interim fee application (.1)	0.10	56.00
01/12/10	S E	Tel conf with M. Blumenthal adn K. Cannon re fee application (.2)	0.20	112.00
01/12/10	S L	Updated November bills to binders per Michael V. Blumenthal.	0.20	48.00
01/13/10	S E	Work on issues re preparing first interim fee application (.3)	0.30	168.00
01/13/10	S L	Reviewed December 2009 time with Michael V. Blumenthal.	0.40	96.00
01/14/10	L B	Review and redact documents re: bills.	1.10	500.50
01/14/10	S L	Reviewed December 2009 and revisions to same, prepare chart of fees and disbursement per matter, office conference with Lawrence Brenner regarding redacting exhibits to fee application, draft second interim fee application for the month of December 2009, meetings with Michael V. Blumenthal regarding same.	2.00	480.00
01/15/10	S E	Work on C& M interim fee application (.7)	0.70	392.00
01/15/10	S L	Finalized December 2009 Fee request with Michael V. Blumenthal, prepare same to be filed with co-counsel, served same on interested parties via regular mail.	1.00	240.00
01/17/10	S E	Draft, review and revise first interim fee application (1.5)	1.50	840.00
01/18/10	S E	Continue drafting first interim fee application (1.4); tel conf with M. Blumenthal re drafting interim fee application (.1)	1.50	840.00
01/18/10	MVB	Telephone call with S. Eichel re: fee application.	0.20	142.00
01/19/10	S E	Conf with S. Leung re fee application (.1); conf with S. Barth re fee application (.1); draft, review and revise first interim fee application (1.2)	1.40	784.00
01/19/10	S L	Retrieve copies of PRINTER ID:\\nyprint\NYPrinte retention application, disclosures, supplemental disclosures and Order for S. Eichel, Reviewed monthly interim fee application from September 14 thru December 31,2009 for summary of Disbursement, prepare chart of disbursements for same period with S. Eichel.	00 B	240.00
01/19/10	S L	Meeting with S. Barth regarding disbursements regarding legal research and air fare, prepare chart of breakdown of disbursements for each matter for fee application, office conference with S. Eichel regarding same.	1.70	408.00



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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/20/10	S E	Continue drafting C& M interim fee application (4.8)	3.80	2,128.00
01/21/10	S E	Continue drafting first interim fee application (6.4); confs with S. Leung re first interim fee application (.2)	5.30	2,968.00
01/21/10	S L	Meetings with S. Eichel regarding First Fee Application for PRINTER ID:\nyprint\NYPrinterD0 fee application and prepare charts for summary of hours and fees.	3.40	816.00
01/25/10	S L	Prepare charts for hours and amount for each matter, updated fee application for same.	6.00	1,440.00
01/25/10	S L	Prepare copy of second monthly interim fee request to W. Shoaf.	0.10	24.00
01/27/10	S E	Conf with M. Blumenthal re fee application (.2); conf with S. Leung re fee application (.2); draft, review and revise fee application (4.2)	4.60	2,576.00
01/27/10	S L	Continue to work on charts of each matter for hours and fees, revisions to fee application and prepare exhibit A for fee application.	4.50	1,080.00
01/28/10	S E	Conf with S. Leung re information for fee application (.1); confs with M. Blumenthal re fee application (.5); review fee guidelines in connection with drafting fee application (.1); review and revise fee application (2.8).	3.50	1,960.00
01/28/10	S L	Meetings with S. Eichel and Michael V. Blumenthal regarding finalizing fee application (.6), meetings with S. Barth regarding backup to time run for all expenses in fee application (.5), finalize charts and exhibits for fee application (5.6).	6.70	1,608.00
01/29/10	S E	Finalize first interim fee application (2.6); confs with M. Blumenthal re fee application (.6); confs with S. Leung re fee application and service issues (.6); tel confs with K. Cannon re fee application (.2)	4.00	2,240.00
01/29/10	MVB	Review, revise and finalize interim fee application (.7); office conferences with S. Eichel and S. Leung re: same (.4).	1.10	781.00
01/29/10	S L	Finalized First Fee Application with S. Eichel for filing and prepare same for service to interested parties, draft certificate of service for same, Serve copy of Fee application on interested party via regular mail and prepare copy of document in PDF for S. Eichel for local counsel for filing electronically.	4.50	1,080.00
<b>Total Professional Services</b>			<b><u>62.00</u></b>	<b><u>\$24,335.50</u></b>

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<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	1.30	923.00
Steven Eichel	560.00	26.90	15,064.00
Lawrence Brenner	455.00	1.10	500.50
Stella Leung	240.00	32.70	7,848.00

<b>Total Professional Services</b>	<b><u>62.00</u></b>	<b><u>\$24,335.50</u></b>
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**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Inhouse Duplicating	347.20
Long Distance Telephone	2.61

<b>Total Other Services &amp; Expenses</b>	<b><u>\$349.81</u></b>
--	------------------------



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000015  
Invoice: 1317272

---

Statement of Account

RE: Secured Claims (WestLB)

Professional Services Rendered Through January 31, 2010	\$14,534.00
Other Services and Expenses	<u>289.26</u>
Total Due this Invoice	<u><u>\$14,823.26</u></u>

Statement Number: 1317272

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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/11/10	MVB	Email Lon Jenkins in response to demand by committee for debtor to sue West LB and review demand re: same.	0.20	142.00
01/12/10	MVB	Emails and telephone calls with J. Blatt re: draw request (.2); review order approving extended cash collateral stipulation (.2).	0.40	284.00
01/13/10	MVB	Review Committee Complaint vs. West LB (1.0); telephone call with R. Havel re: same (.2); review emails (.2) and telephone calls with J. Blatt and W. Shoaf (.1) re: funding requests.	1.50	1,065.00
01/14/10	MVB	Conference call with B. Ellis, R. Havel and Annette Jarvis re: negotiation of West LB treatment in plan.	1.00	710.00
01/18/10	S E	Review West LB proof of claim and backup documentation in connection with determining proper amount of claim (.4); commence analysis of whether court will uphold WestLB's late charge (1.2)	1.60	896.00
01/19/10	S E	Conf with M. Blumenthal re WestLB secured claim (.1); analyze WestLB secured claim, including review of loan agreement (1.5); review case law in connection with analysis of West LB claim (3.2); conf with M. Blumenthal re WestLB claim (.1); draft email to R. Havel re WestLB claim and review response (.1); review emails from M. Blumenthal and K. Cannon re WestLB claim (.1)	5.10	2,856.00
01/19/10	MVB	Office conference with S. Eichel re: objections to elements of West LB's claim.	0.40	284.00
01/20/10	S E	Continue analysis of WestLB claim (1.8); draft memo analyzing WestLB claim (2.2); review email from R. Havel re basis for claim for WestLB's attorneys' fees (.1)	4.10	2,296.00
01/20/10	MVB	Review and revise memo on West LB claim (.4); office conference with S. Eichel to discuss issues and research re: West LB Claim (.3); review cases re: same (.2); telephone call with R. Havel re: issues concerning West LB claim (.2).	1.10	781.00
01/21/10	S E	Analyze issues re WestLB's claim to attorney fees (.5); conf with M. Blumenthal re WestLB's claim for attorney fees (.2)	0.70	392.00
01/22/10	MVB	Prepare memo to R. Havel re; allowability of West LB claim (2.3); emails with R. Havel re: settlement negotiation ground rules (.2); review emails re: control agreements (.2); review Star report (.3).	3.00	2,130.00

Statement Number: 1317272

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/25/10	MVB	Review and revise memo concerning West LB claim (.3); review email from R. Havel concerning West LB's treatment under plan and negotiations with Plan funder (.3); telephone call with R. Havel re: same (.2).	0.80	568.00
01/26/10	MVB	Memo to L. Hulme and S. Sandholtz re: West LB claim.	0.70	497.00
01/27/10	MVB	Telephone call with R. Havel re: amount of West LB claim, issues for meeting on Thursday among business people and requested information (.3); telephone call with B. Shoaf re: providing information to business people at West LB in connection with meeting on Thursday and strategy re: same (.4); telephone call with P. Smith re: strategy for meeting with West LB (.2); telephone call with K. Sallinger strategy for meeting with West LB (.3); email to R. Havel re: LOI (.1).	1.30	923.00
01/28/10	MVB	Conference call with B. Shoaf and Steve Sandholtz re: strategy and follow up in connection with West LB meeting re: plan negotiations and West LB claim.	0.70	497.00
01/29/10	MVB	Conference call with W. Shoaf and S. Shandholtz re: follow up on meeting with West LB and strategy.	0.30	213.00
<b>Total Professional Services</b>			<b><u>22.90</u></b>	<b><u>\$14,534.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	11.40	8,094.00
Steven Eichel	560.00	11.50	6,440.00
<b>Total Professional Services</b>		<b><u>22.90</u></b>	<b><u>\$14,534.00</u></b>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Comp. Library Research	289.26
<b>Total Other Services &amp; Expenses</b>	<b><u>\$289.26</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000016  
Invoice: 1317273

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Statement of Account

RE: Secured Claimis (Jacobsen)

Professional Services Rendered Through January 31, 2010	\$4,047.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$4,047.00</u></u>

Statement Number: 1317273

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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/10	MVB	Conference call w/Richard Kirkham, Mike Johnson, Ken Cannon, Kim Sallinger, and Bill Shoaf re: Jacobsen's treatment under Plan and settlement of cash collateral stipulation.	1.70	1,207.00
01/06/10	MVB	Follow up with Kim Sallinger, Ken Cannon and Bill Shoaf re: Jacobsen.	0.60	426.00
01/06/10	MVB	Telephone call w/R. Havel and Annette Jarvis re: exclusivity, Jacobsen, Plan, extension of deadlines.	0.40	284.00
01/06/10	MVB	Follow up with Mike Johnson.	0.30	213.00
01/06/10	MVB	Conference call w/Annette Jarvis, Ben Kotter and Mike Johnson.	0.40	284.00
01/06/10	MVB	Telephone call -- follow up with Mike Johnson to finalize.	0.30	213.00
01/07/10	MVB	Review and send e-mails re: Jacobsen treatment under Plan and Cash Collateral Stipulation (.6); conference call w/S. Eichel and K. Cannon re: same (.3); telephone conference w/M. Johnson re: same (.3); telephone conference w/R. Havel re: same (.2).	1.40	994.00
01/19/10	MVB	Review and comment on order resolving objection and reducing holdback under the cash collateral stipulation (.3); telephone K. Cannon re: same (.1); review emails from Jacobsen and West LB re: form of order (.2).	0.60	426.00
<b>Total Professional Services</b>			<b><u>5.70</u></b>	<b><u>\$4,047.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	5.70	4,047.00
<b>Total Professional Services</b>		<b><u>5.70</u></b>	<b><u>\$4,047.00</u></b>



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c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
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Attn: William Shoaf

Matter: 105773.0000017  
Invoice: 1317274

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Statement of Account

RE: Secured Claims (Bay North)

Professional Services Rendered Through January 31, 2010	\$10,293.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$10,293.00</u></u>



Statement Number: 1317274

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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/19/10	B Z	Research and analysis of issues relating to BayNorth and confirmation of a plan of reorganization.	4.40	2,464.00
01/20/10	B Z	Research and analysis of issues relating to BayNorth and confirmation of a plan of reorganization.	4.60	2,576.00
01/21/10	B Z	Review research re: objections to proof of interest and standing (.3) research objections to proof of interest (1.2); draft objection to proof of interest (4.3)	5.60	3,136.00
01/22/10	B Z	Revise and finalize objection to proof of interest (3.1); discussion with V. Arias re: same (.3).	3.40	1,904.00
01/25/10	MVB	Telephone call with K. Cannon re: hearing dates for objection to Bay North proof of interest and issues concerning same.	0.30	213.00
<b>Total Professional Services</b>			<b><u>18.30</u></b>	<b><u>\$10,293.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.30	213.00
Bruce Zabarauskas	560.00	18.00	10,080.00
<b>Total Professional Services</b>		<b><u>18.30</u></b>	<b><u>\$10,293.00</u></b>



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February 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000020  
Invoice: 1317275

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Statement of Account

RE: Corporate Issues

Professional Services Rendered Through January 31, 2010	\$1,681.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$1,681.00</u></u>

Statement Number: 1317275  
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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/20/10	V A	Review case and statutory law re Delaware limited liability law (1.2)	1.20	474.00
01/21/10	MVB	Conference call with J. Wrona and B. Shoaf re: strategy re: David Wickline resolution.	1.70	1,207.00
<b>Total Professional Services</b>			<b><u>2.90</u></b>	<b><u>\$1,681.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.70	1,207.00
Vivian Arias	395.00	1.20	474.00
<b>Total Professional Services</b>		<b><u>2.90</u></b>	<b><u>\$1,681.00</u></b>